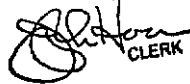


UNITED STATES DISTRICT COURT
DISTRICT OF SOUTH DAKOTA
SOUTHERN DIVISION

FILED
MAY 12 2006

CLERK

CITY OF LIVONIA EMPLOYEES'
RETIREMENT SYSTEM, on behalf of
itself and all others similarly situated and
derivatively on behalf of
NORTHWESTERN CORPORATION,
d/b/a NORTHWESTERN ENERGY,

Plaintiff,

-and-

HARBINGER CAPITAL PARTNERS
MASTER FUND I, LTD.,

Plaintiff-Intervenor,

-vs-

MICHAEL J. HANSON; E. LINN
DRAPER, JR.; STEPHEN P. ADKI;
JON S. FOSSEL; JULIA L. JOHNSON;
PHILLIP L. MASLOWE; and
D. LOUIS PEOPLES,

Defendants,

and

NORTHWESTERN CORPORATION,
d/b/a NORTHWESTERN ENERGY, a
Delaware corporation,

Nominal Defendant.

CIV 05-4178

ORDER

Defendants filed a Motion to Dismiss the Second Amended Complaint, Doc. 329, and a
Motion to Shorten Briefing Schedule for Defendants' Motion to Dismiss, Doc. 331. Defendants
previously filed a Motion to Dismiss the First Amended Complaint, Doc. 121. Plaintiff was then

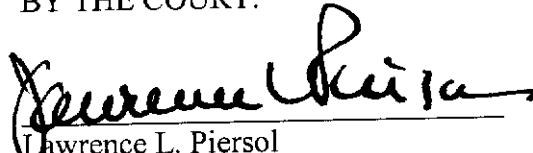
granted permission to file a Second Amended Complaint and Defendants have filed a Motion to Dismiss the Second Amended Complaint, Doc. 329, relying in part on the briefs (Docs. 122 and 185) that supported the prior motion. The filing of the Second Amended Complaint and the new Motion to Dismiss render the Motion to Dismiss the First Amended Complaint moot and it will be denied. Accordingly,

IT IS ORDERED:

1. That Defendants' Motion to Dismiss, Doc. 121, is denied as moot.
2. That Defendants' Motion to Shorten Briefing Schedule for Defendants' Motion to Dismiss, Doc. 331, is granted. Plaintiff shall file and serve a response to Defendants' Motion to Dismiss, Doc. 329, on or before 5:00 p.m. central standard time on May 16, 2006.

Dated this 12th day of May, 2006.

BY THE COURT:


Lawrence L. Piersol
United States District Judge

ATTEST:
JOSEPH HAAS, CLERK

BY: Shelly Margulies
DEPUTY